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FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 2

(1) LOCKBOX # <b>979091</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Morrison &amp; Foerster LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,015.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1290 Avenue of the Americas</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>New York</b>		(7) STATE <b>NY</b>	(8) ZIP CODE <b>10104</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>212-336-4252</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0003775962</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>Tricom USA, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>One Exchange Place, Suite 311</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Jersey City</b>		(17) STATE <b>NJ</b>	(18) ZIP CODE <b>07302</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>809-476-4912</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0005005236</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID <b>Domestic 214</b>	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$1,015.00</b>	(27A) TOTAL FEE <b>\$1,015.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			

**PAID BY CREDIT CARD**

SIGNATURE *[Signature]*

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

December 22, 2009

Writer's Direct Contact  
212.336.4252  
JKostyu@mofo.com

***By Overnight Delivery***

Wireline Competition Bureau  
Federal Communications Commission  
c/o U.S. Bank  
Government Lockbox #979091, SL-MO-C2-GL  
1005 Convention Plaza  
St. Louis, MO 63101

ATTN: FCC Government Lockbox

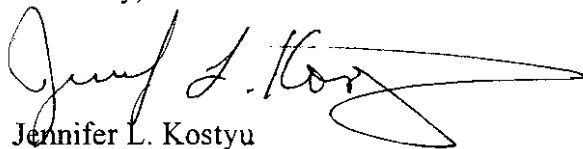
Re: Application for Authority to Transfer Control of Blanket Domestic Section 214  
Authorization from Tricom USA, Inc., Debtor-in-Possession (FRN 0017516774) to  
Tricom USA, Inc. (FRN 0005005236)

Dear Sir/Madam:

Enclosed please find the original and five copies of the application to transfer control of a blanket domestic Section 214 authorization from Tricom USA, Inc., Debtor-in-Possession to Tricom USA, Inc. and a completed Form 159 with a credit card payment in the amount of \$1015.00 in satisfaction of the required filing fee. Please date stamp the extra copy of the application and return it in the enclosed envelope.

Should you have any questions regarding the enclosed application or related payment, please contact the undersigned.

Sincerely,



Jennifer L. Kostyu

Enclosures

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of	)	
	)	
Tricom USA, Inc., Debtor-in-Possession	)	
(FRN 0017516774)	)	WC Docket No. 09-_____
Transferor	)	
	)	
and	)	
	)	
Tricom USA, Inc. (FRN 0005005236)	)	
Transferee	)	
	)	
Application for Authority Pursuant to Section	)	
214 of the Communications Act of 1934, as	)	
amended, to Transfer Control of Blanket	)	
Domestic Section 214 Authorization	)	
	)	

**APPLICATION TO TRANSFER CONTROL –  
STREAMLINED PROCESSING REQUESTED**

Tricom USA, Inc., in its capacity as debtor-in-possession (“Tricom USA DIP”) and Tricom USA, Inc. (“New Tricom USA”) request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Section 63.04 of the Commission’s rules, to transfer control of Tricom USA DIP’s blanket domestic Section 214 authorization (the “Authorization”) to New Tricom USA.<sup>1</sup> The applicants also request streamlined treatment of this application pursuant to Section 63.03 of the Commission’s rules.<sup>2</sup> As further discussed below, the prompt grant of this application would facilitate New Tricom USA’s emergence from bankruptcy and its ability to continue to provide quality telecommunications services to customers.

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<sup>1</sup> 47 U.S.C. § 214; 47 C.F.R. § 63.04.

<sup>2</sup> 47 C.F.R. § 63.03.

## **I. BACKGROUND AND DESCRIPTION OF TRANSACTION**

On February 29, 2008, Tricom, S.A. (“Old Tricom S.A.”) together with its wholly-owned subsidiary Tricom USA, Inc. (“Old Tricom USA”) (collectively, the “Debtors”) filed petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).<sup>3</sup> Upon the commencement of the chapter 11 bankruptcy proceedings, Old Tricom S.A. and Old Tricom USA became debtors-in-possession (“Tricom S.A. DIP” and “Tricom USA DIP,” respectively). Each of Tricom S.A. DIP and Tricom USA DIP, continue to operate their respective businesses and manage their properties as debtors-in-possession. Because the bankruptcy filing did not change the beneficial ownership, control or management of the Authorization, it was transferred to Tricom DIP on a *pro forma* basis.<sup>4</sup>

Pursuant to an order entered on October 21, 2009, the Bankruptcy Court confirmed the Debtors’ First Modified Second Amended Prepackaged Joint Chapter 11 Plan of Reorganization for Tricom, S.A. and its Affiliated Debtors (As Modified), dated October 14, 2009 (as amended, modified or supplemented from time to time, the “Plan”). The Plan provides for the creation of a new holding company (“Holding Company”)<sup>5</sup> to be formed in the Bahamas which, upon the effective date of the Plan, will own directly at least 97% of the equity interests in reorganized

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<sup>3</sup> TCN Dominicana, S.A., a Dominican Republic corporation and a wholly-owned subsidiary of Old Tricom S.A. also filed a petition for relief under chapter 11 of the Bankruptcy Code with Bankruptcy Court.

<sup>4</sup> Tricom DIP previously notified the Commission of the *pro forma* transfer of the Authorization from Tricom USA, Inc. to Tricom DIP. See Letter from Cheryl A. Tritt, counsel to Tricom USA, Inc., Debtor-in-Possession, to Marlene Dortch, Secretary, Federal Communications Commission (filed Mar. 27, 2008).

<sup>5</sup> The parties anticipate that Hispaniola Telecom Holdings, Ltd., which was formed on or about October 9, 2009, will serve as Holding Company.

Tricom, S.A. (“New Tricom S.A.”). Under the Plan, New Tricom USA will continue to remain a wholly owned subsidiary of New Tricom S.A. Substantially all of the existing common stock of Tricom S.A. DIP will be reduced to a *de minimis* amount with a *de minimis* value through dilution.

On or after the Plan effective date, pursuant to the Plan, holders of certain unsecured claims against the Debtors for borrowed money (defined in the Plan as the “Unsecured Financial Claims”) will receive a distribution of 10 million shares of Holding Company common stock on a pro-rata basis in exchange for their allowed Unsecured Financial Claims.

The Debtors are currently in the process of reconciling and finalizing the aggregate amount of Unsecured Financial Claims to be allowed under the Plan. It currently is anticipated that only two creditors – Ellis Portafolio, S.A. (“Ellis”) and AMZAK Capital Management, LLC (“AMZAK”) – will directly hold 10 percent or more of Holding Company’s common stock at the time of distribution. It also is anticipated that the MAP Private Trust Company, a Cayman Islands Corporation, which is believed to be a trust established for the benefit of Manuel Arturo Pellerano Peña and certain of his family members, will hold a 10 percent or greater indirect ownership interest in Holding Company through Ellis and other minority shareholders. In addition, it is anticipated that the Kazma Family (Gerald Joseph Kazma, Michael David Kazma and Leigh Anne Kazma) collectively will hold a 10 percent or greater indirect ownership interest in Holding Company through AMZAK. Further information regarding the entities that will most likely hold a direct or indirect 10 percent or greater equity interest in New Tricom is set forth in Section III below.

## **II. DESCRIPTION OF THE APPLICANTS**

Tricom USA DIP is a corporation organized under the laws of the state of Delaware. New Tricom USA also will be a corporation organized under the laws of the state of Delaware. Tricom USA DIP originates, transports, and terminates international long distance traffic using switching stations located in New York and Florida, primarily to resellers and other carriers. It also offers domestic U.S. and international long distance services to end user customers in New York, New Jersey and Florida. The bankruptcy reorganization will be transparent to customers and New Tricom USA will continue to provide services without interruption.

### ***Name, Address, and Telephone and Fax Numbers for Tricom DIP and New Tricom:***

The principal address of both Tricom USA DIP and New Tricom USA is One Exchange Place, Suite 311, Jersey City, NJ, 07302. The main telephone and fax numbers for the companies are 809-476-4000 (tele.) and 809-412-2841 (fax).

### ***Contact Information For Tricom DIP and New Tricom:***

Bela Szabo  
Vice President, International Business  
Tricom USA, Inc.  
One Exchange Place, Suite 311  
Jersey City, NJ, 07302  
Telephone: (809) 476-4912  
Fax: (809) 412-2841

*With a copy to:*  
Joan E. Neal  
Jennifer L. Kostyu  
Morrison & Foerster LLP  
2000 Pennsylvania Ave., N.W.  
Washington, D.C. 20006  
Telephone: (202) 887-1500  
Fax: (202) 887-1563

## **III. DESCRIPTION OF ALL ENTITIES THAT WILL LIKELY HOLD A TEN PERCENT OR GREATER EQUITY INTEREST IN NEW TRICOM**

The entities that will most likely hold a direct or indirect 10 percent or greater equity interest in New Tricom USA after it emerges from bankruptcy and completes the stock reissuance process are listed below. A proposed ownership chart for New Tricom USA also is

set forth in Exhibit A. The parties will notify the Commission to the extent there are any material changes to the information set forth below as a result of the stock issuance process.

***Direct Ownership:***

Name: Tricom, S.A. ("New Tricom S.A.")  
Address: Avenida Lope de Vega No. 95  
Santo Domingo, Dominican Republic  
Citizenship: Dominican Republic  
Principal Business: Telecommunications  
Percentage Held: New Tricom S.A. will directly hold 100 percent of the ownership interests of New Tricom USA.

***Indirect Ownership:***

Name: Hispaniola Telecom Holdings, Ltd. ("Holding Company")  
Address: P.O. Box SS-19084  
Ocean Centre, Montagu Foreshore  
East Bay Street, Nassau, New Providence, Bahamas  
Citizenship: The Commonwealth of the Bahamas  
Principal Business: Holding company  
Percentage Held: Holding Company will directly hold at least 97 percent of the ownership interests of New Tricom S.A.

Name: Ellis Portafolio, S.A. ("Ellis")  
Address: 1401 Brickell Ave., Suite 930  
Miami, FL 33131  
Citizenship: British Virgin Islands  
Principal Business: Investment bank  
Percentage Held: Ellis will directly hold an approximate 10.7 percent of the ownership interests of Holding Company.

Name: MAP Private Trust Company  
Address: c/o CIBC Bank & Trust Company (Cayman) Limited  
P.O. Box 694GT  
CIBC Financial Centre, 11 Dr. Roy's Dr.  
George Town, Grand Cayman  
KY1-1107 Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Trust  
Percentage Held: MAP Private Trust Company, believed to be a trust established for the benefit of Mr. Pellerano and certain members of his family (all of whom are Dominican Republic citizens), will indirectly hold

through various companies (including Ellis), an approximate 13.4 percent of the ownership interests of Holding Company.

Name: AMZAK Capital Management, LLC ("AMZAK")  
Address: 11555 Heron Bay Blvd, Suite 301  
Coral Springs, FL 33076  
Citizenship: United States  
Principal Business: Investment company  
Percentage Held: AMZAK will directly hold an ownership interest in Holding Company in excess of 18.5 percent, but less than 50 percent.

Name: The Kazma Family (Gerald Joseph Kazma, Michael David Kazma, and Leigh Anne Kazma)<sup>6</sup>  
Address: 11555 Heron Bay Blvd, Suite 301  
Coral Springs, FL 33076  
Citizenship: Canada  
Principal Business: Individuals  
Percentage Held: The immediate members of the Kazma Family, through various holding companies, collectively hold 100 percent of the ownership interests of AMZAK.

It is anticipated that no other entity or individual will hold a 10 percent or greater direct or indirect interest in New Tricom USA.

#### **IV. THE PROPOSED TRANSACTION SERVES THE PUBLIC INTEREST**

Prompt grant of this application serves the public interest, convenience and necessity. The transaction would facilitate New Tricom USA's emergence from bankruptcy. As a result, New Tricom USA will have greater resources and flexibility to implement its business plans and to continue to provide quality telecommunications services to its customers. Furthermore, the transaction will be transparent to customers, who will not be required to change service providers. Ultimately, the proposed transaction will make New Tricom USA a stronger

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<sup>6</sup> Although each family member's interests are separate and independent, their interests are being aggregated here out of an abundance of caution.



competitor, which will benefit consumers and promote the provision of high-quality, competitive telecommunications services.

#### **V. REQUEST FOR STREAMLINED PROCESSING**

This application satisfies the requirements for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules.<sup>7</sup> Specifically, New Tricom USA (and any affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and New Tricom USA (and any affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. Further, none of the parties to this application (or their affiliates) are dominant with respect to any domestic telecommunications service.

#### **VI. ADDITIONAL STATEMENTS, CERTIFICATIONS AND RELATED FILINGS**

In addition to the instant application, to effectuate the proposed transaction the parties are filing: (1) an application to assign Tricom USA DIP's international Section 214 authorizations to New Tricom USA, and (2) an application to assign Tricom USA DIP's interests in various submarine cable landing licenses to New Tricom USA. The parties are not seeking any special considerations or waiver requests in conjunction with the proposed transaction.

By the attached certification, Tricom USA DIP and New Tricom USA certify that no party to the application is subject to a denial of federal benefits pursuant to Section 5301 of the Any-Drug Abuse Act of 1988.

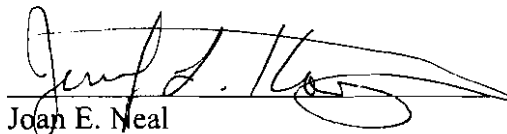
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<sup>7</sup> 47 C.F.R. § 63.03(b)(2).

## VII. CONCLUSION

The Commission has recognized that increased competition is beneficial for consumers, promoting lower prices, innovative services, increased consumer choice, and efficient utilization of telecommunications resources. In this case, approval would facilitate New Tricom USA's emergence from bankruptcy and its ability to continue to provide quality telecommunications services to customers. Accordingly, the prompt grant of the instant application will serve the public interest, convenience and necessity.

Respectfully submitted,



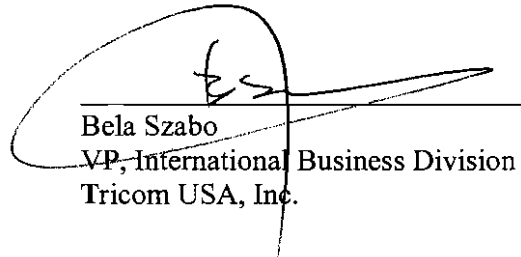
Joan E. Neal  
Jennifer L. Kostyu  
Morrison & Foerster LLP  
2000 Pennsylvania Ave., N.W.  
Washington, D.C. 20006  
Telephone: (202) 887-1500  
Fax: (202) 887-1563

*Counsel to Tricom USA, Inc., Debtor-in-Possession  
and Tricom USA, Inc.*

Date: December 22, 2009

**CERTIFICATION**

I, Bela Szabo, Vice President, International Business of Tricom USA, Inc., hereby certify that no party to this application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a).

  
Bela Szabo  
VP, International Business Division  
Tricom USA, Inc.

Date: Nov 25, 2009

## **EXHIBIT A**

**Tricom USA, Inc. Post-Transaction**

